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**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

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AEDS DE VENUSTAS, INC.,	:	
Plaintiff,	:	
v.	:	Civil Action No.: 1:07-04530 (LTS)
VENUSTAS INTERNATIONAL, LLC,	:	
Defendant.	:	
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DECLARATION OF SAM GHUSSON

Sam Ghussan hereby declares as follows:

1. I am President and Chief Executive Officer of Venustas International, LLC.
2. The name Venustas International, LLC was chosen by me and my partner, Robin Burns-McNeill, to be used as a company name. Venustas International, LLC, was not chosen in order to be used as a trademark on goods.

3. The name of our company, Venustas International, LLC, will appear nowhere on the product or packaging. As is the case for most contract manufacturers, we are an anonymous source of the goods insofar as the customers of our clients are concerned.

4. Venustas International, LLC has two clients, Ann Taylor and Hollister. These two clients are Venustas International LLC's original clients and they were clients prior to the inception of this litigation.

5. The article which appeared under the headline, "New In Beauty: Ann Taylor Taps Robin Burns to Develop Collection," in Women's Wear Daily, was based on a press release from Ann Taylor.

6. Venustas International, LLC changed its name to Batallure Beauty LLC and presently does business under that name only.

I declare under penalty of perjury that the foregoing is true and correct.

Executed On: January 17, 2008


Sam Ghusson